

# inform

An interview magazine for  
in-house counsel, private  
practice attorneys &  
law students.

## LIFE LAW & BUSINESS

### KRISTIN ADRIAN:

Nestlé USA  
life, work & milestones

### KAREN COTTLE:

Adobe Systems Incorporated  
effective leadership

### HARRY YOHALEM:

California Institute of Technology  
managing a career

### STEPHEN WEISS:

Bank of the West  
measuring success

### HARRY TURNER:

Renasas Technology America, Inc.  
value of work experience

### PJ HARARI:

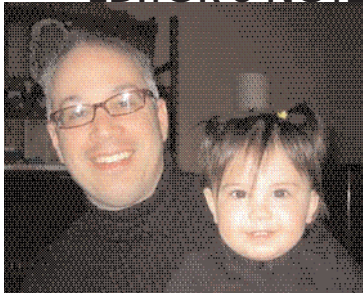
Major Lindsey & Africa  
seeking the right general counsel

## "The Road to General Counsel"

Nestlé | Adobe | Cal Tech & JPL | Bank of the West | Renesas | Major Lindsey & Africa



## EDITOR'S NOTE



It is no mistake that the Corporate Law Departments Committee of the Business Law Section of the State Bar of California (the "CLDC") has adopted a philosophy of **"Life, Law and Business"**. Our message is simple- your life comes first. It is amazing how sometimes the truth even sounds different. We are very proud that California attorneys see value in the CLDC's message and philosophy.

We strive to meet the needs of the **"Whole Lawyer"** not just his or her need to know the law. Our goal is to provide the highest quality information, products, services and programs to our members. Our members include in-house counsel, law firm attorneys, other private practice attorneys and law students. We assemble teams of lawyers from some of the most respected companies and law firms in the world to create a professional environment that supports personal growth and development. We believe that creative environments nurture creative thinking. Our members are creative, resourceful and willing to share **"tools"** that make the practice of life, law and business both successful and enjoyable. The CLDC magazine is one such tool.

The CLDC Magazine is an interview magazine. We explore the topic of **"The Road to General Counsel"** in this issue. There is no filter in this magazine so YOU can read and evaluate the advice and strategies of the interviewees in each issue. Our magazine staff motto is **"true value added"** and **"no fluff"**. We want to provide a useful tool, part case study, that explores each topic in a real and personal way. Why distribute the magazine in PDF format? Reduce our costs and provide you with a convenience. You can easily save

the issues and refer back to them when you need them most.

The CLDC will also keep its members updated on business information and events such as our Leadership Seminar Series. The LSS brings great leaders and lawyers together in a learning environment. Our members are obsessed with **"client service"** and the idea that each lawyer needs strong business and legal skills that provide a client with **"true value added"**. The Leadership Seminar Series is one CLDC tool you need to take client legal service in your company to a higher level.

We are very proud of the efforts of our CLDC law firm advisor board. This group of dedicated law firm attorneys helps us serve our member needs. We have included their pictures and bios in this issue to introduce them to you.

Joining the CLDC is simple, you need to be a member of the Business Law Section of the State Bar of California and join the CLDC. What is the buzz about? The CLDC focuses on true value added, no fluff, useful tools, a creative professional environment and a clear message **"your life comes first"**. You can email us at [CLDC@mac.com](mailto:CLDC@mac.com) if you have questions and/or would like to provide us with feedback. We value your thoughts and look forwarding to your joining us as a member.

**We look forward to serving your needs now and in the future.**

**BARRY TOBIAS**

Editor, Inform

Chair - Corporate Law Departments Committee  
Senior Attorney, Nissan North America, Inc.

# contents

inform | life law & business



**4 KRISTIN ADRIAN:**  
Nestlé  
life, work & milestones

**8 KAREN COTTLE:**  
Adobe  
effective leadership

**11 HARRY YOHALEM:**  
Cal Tech & JPL  
managing a career

**15 STEPHEN WEISS:**  
Bank of the West  
measuring success

**18 HARRY TURNER:**  
Renasas  
value of work experience

**21 PJ HARARI:**  
Major Lindsey & Africa  
seeking the right general counsel

senior vice president  
& general counsel

# Kristin Adrian

NESTLÉ

Kristin Adrian is responsible for the legal affairs of Nestlé Brands Company and Nestlé Prepared Foods Company, with indirect oversight over the legal affairs of Nestlé Purina PetCare Company, Nestlé Waters North America, and Nestlé Canada.

Kristin joined Nestlé in 1990 and was promoted in 1994 to Vice President, Deputy General Counsel of Nestlé USA. She assumed the General Counsel responsibilities in 1999. In 2003, the various legal departments in North America were united under Kristin's supervision.



## Education

### Q Name three (3) important skills that you use daily in your role as general counsel

While I draw upon many skills and life experiences in any given day, I feel that the three most important skills are (1) general legal knowledge and experience, (2) the ability to listen and (3) and the ability to see the "big picture" and put any given situation in context.

### Q Did your law school education help you develop any of these skills? Describe how

Law school is a stepping-stone and one of the stones that serve as the foundation for any general counsel's work. However, there is only a very tenuous connection and most of the necessary management, leadership, business and interpersonal skills needed for the job are learned after law school.

### Q List an MCLE topic which you believe would provide the most value-added to other general counsel or in-house attorneys trying to develop these skills

Programs that satisfy the mandatory MCLE topics of ethics and law practice management are probably the most useful MCLE programs to assist a general counsel. The particular substantive areas of the law that each in-house lawyer needs, general counsel or not, depend on the particular job, the size of the legal department and the client's business.

## Work

### Q When did you first realize that you were interested in the role of general counsel?

Just as I wanted to become a partner when I began work at a law firm, I wanted to ultimately become a general counsel when I chose to leave my partnership and move in-house.

### Q Is law firm training and/or in-house legal training a prerequisite for the role of general counsel?

I believe that having experienced life in a law firm helps the general counsel to better manage the work of outside counsel and understand the issues outside counsel face. I also believe that one should work in-house for a period of time before assuming the general counsel role. For example, having worked on the day-to-day legal work at one time, I am better able to appreciate the importance of the job of the other members of the department.

### Q Is there a difference between law firm training and in-house legal department training? Law firm training is primarily focused on substantive legal knowledge. In-house training is much less about becoming an expert in an area of the law (as one can always call on an outside expert) and is much more about learning as much as possible about the business needs of your clients. In addition, however, in-house counsel must maintain a general knowledge of legal developments relevant to their jobs.

### Q Does law firm experience help develop skills necessary for the role of general counsel?

Law firm experience helps in a number of ways - but is not enough. I think someone leaving a law firm and going directly in-house to a general counsel position - without first having worked as a member of a legal department - is at a disadvantage. The ideal general counsel has worked at a law firm and then worked their way up within a corporate legal department.

### Q Name three (3) important skills supported by this type of experience

The law firm experience does provide in-house counsel with important fundamental skills related to the practice of law - whether it be experience with litigation or with transactional work.

### Q Are certain skills developed at the partner level rather than the associate level?

Yes - certain work done by partners and not done by associates will help one to develop skills that help in the general (cont. p6)



# Kristin Adrian cont.

## Work cont.

counsel role. As a partner one may manage a department and this teaches management skills that can assist one in the role of general counsel. As a partner one can serve on committees that provide experience that is more akin to the consensus building that may be necessary in-house. Partners also need to make the final decision - something a general counsel needs to do - but which associates are not as frequently expected to do.

- Q Which of your substantive practice areas has helped you the most in your role as general counsel?**  
In private practice, I practiced in the mergers and acquisitions area. This proved to be very useful experience since my employer has engaged in a fairly continuous series of acquisitions and divestitures. As general counsel, it was necessary that I become fully involved in each of our recent multi-billion dollar acquisitions. The law firm experience, as well as in-house experience in this area during the years before I assumed the general counsel role were valuable in these high profile projects.

## Management

- Q Describe a leadership style that supports effective management of a corporate law department**  
I believe that the more successful leaders support their team and invest in the members of the team as persons, allowing each member to achieve his or her full potential. With strong empowered members of the department, one must avoid micro-management of the department.
- Q Name two (2) leadership skills necessary to implement that leadership style and describe how those skills are learned in practice**  
Two key requirements for success are trust and respect. Trust is earned and takes time. If the general counsel was a member of the department prior to assuming the general counsel role, however, a foundation for the necessary level of trust may have already been established. Respect requires the ability to understand and accept diversity of thought and actions.
- Q Is a general counsel a "problem solver"? a "communicator"? a "partner"? a "manager"? a "trusted-advisor"? If yes, describe how.**  
Like all successful in-house counsel, a general counsel must be a problem solver. However, a general counsel must wear many different hats and must be good at communication in order to be successful inside the legal department or within the company. Successful general counsels are leaders (again, both within their departments and within the companies they serve) as well as managers. Finally, his or her CEO must view the general counsel as a trusted advisor.
- Q How do the traits described above support a general counsel's ability to effectively manage a corporate law department and diversify legal risk?**  
These traits (i.e., being an effective leader, manager, problem solver, communicator etc.) not only support a general counsel's ability to do the job, they are fundamental requirements for a successful general counsel. A technical understanding of the legal issues involved in any matter, without a practical ability to apply them in a given situation, will not suffice.

# "I believe that the more successful leaders support their team."

## Best Practices

**Q** Describe one (1) method/approach a general counsel can use to facilitate each in-house attorney's understanding of a company's business plan and goals

The in-house lawyers should get involved in the legal committees of the relevant industry associations and should subscribe to and read the Harvard Business Review and the relevant industry publications or on-line newsletters. It is not sufficient to simply "know the law".

## Balance

**Q** List three (3) words to describe the "work" of a general counsel  
Unpredictable, demanding, and exciting.

**Q** List three (3) words to describe the "life" of a general counsel  
Unpredictable, demanding and exciting.

**Q** Describe one (1) activity that helps a person better balance work and life  
Golf. This takes you away from email and (hopefully) the phone for a four-hour block of time where you can focus on something other than work.

## Goals

**Q** How should an in-house attorney measure growth and success in a career?  
In today's world of flatter organizations, the traditional measurements of promotions and "advancement up the ladder" are less relevant. Thus, in-house lawyers should seek to measure their growth and success in terms of client satisfaction, the lawyer's increasing ability to deliver a creative solution to a business challenge that has legal implications and in terms of their understanding of the legal issues, the business and the industry in which they work.

**Q** Name a milestone in your career that you have reached  
There have been many milestones. Being named partner at Bronson, Bronson & McKinnon, being promoted to Vice President - Deputy General Counsel, being promoted to General Counsel for Nestlé USA, closing the \$12 billion acquisition of the Ralston Purina Company after a year of negotiation with the Federal Trade Commission, successfully having integrated the legal department of the various Nestlé operating companies in North America, and having (so far) successfully balanced work and family as I have watched my 12 and 14 year old children grow into their teenage years.

**Q** Name a goal in your career that you hope to complete in the future  
I have two goals. One is to see the legal department continue to build upon the progress it has made in improving the quality of legal services while simultaneously reducing costs. The second is to focus on the future and make certain that the company has a succession plan in place that will guarantee that the current high quality of the legal department in North America is maintained.

senior vice president  
general counsel & corporate secretary

# Karen Cottle

ADOBE

Karen Cottle manages the company's legal interests and is responsible for all public policy, anti-piracy and litigation efforts.

Prior to joining Adobe in 2002, Cottle served as general counsel for Vitria Technology, Inc. From 1986 to 1999, Cottle worked at Raychem Corporation as division counsel before being promoted to vice president, general counsel and secretary of the company. She served as business litigation partner and associate at the law firm of Farella, Braun and Martel and clerked for the United States District Court, Northern California District of California.





## Road to GC

Q

### When did you first realize that you were interested in the role of general counsel?

Prior to becoming General Counsel at Raychem Corporation, I was counsel for a number of different business units. From that experience and from working closely with the General Counsel, I knew that I would enjoy the breadth of the General Counsel role.

Q

### Describe the traits of a successful general counsel

To be successful in the general counsel role, it's important to have an understanding of a wide variety of legal issues, including finance, intellectual property, employment and corporate governance to be able to balance legal and business risks well and be proactive in solving business and legal problems; to be a good listener; to understand the business; to be able to make decisions; to be a good leader and team builder; and to have respect for people.

Q

### What is the most rewarding aspect of your job and role?

I find building the legal team and the ability to manage lots of different issues and work closely with the business folks the most rewarding aspects of my job.

Q

### Name a milestone in your career that you have reached

General Counsel

Q

### Name a goal in your career that you hope to complete in the future

I want to continue to grow a strong legal team that is valued by the company and to continue to leverage technology to make the team more effective and efficient. I also want the Legal Department at Adobe to be a great place to work!

## Leadership

Q

### How does a general counsel inspire others to accept change?

A general counsel can play a key role in inspiring others to accept change by communicating openly with the team, making the team understand why the change is both necessary and positive. It is also critical that the general counsel model the change behavior.

Q

### How does a general counsel "empower" the in-house attorneys in the legal department?

The general counsel can empower in-house attorneys by making sure they understand the business, giving them the tools to make decisions and providing development and learning opportunities. Technology tools and mentoring are important.

Q

### Describe one (1) method that a general counsel uses to share knowledge with other in-house attorneys




At Adobe, we have "brown-bag" lunches where we invite outside counsel or others in the Legal Department or the Company to talk about various issues and share knowledge. We are also developing on-line systems that make more information available to the lawyers to assist in doing their jobs and we are working with our key outside law firms to find ways to efficiently share knowledge.

(cont. p10)

# Karen Cottle cont.

“Character and effective leadership are closely linked. Effective leaders will model the behavior they would like their teams to embrace - thus, character is important.”

## Leadership cont.

-  **How does a general counsel change a "problem spotter" into a "problem solver"?**  
I've found that modeling appropriate behavior is a very effective tool for encouraging change. At Adobe, we have created a legal partnership framework where we emphasize the importance of the lawyer understanding the business needs and being constructive in trying to meet those needs. Customer surveys and feedback are also useful. Even role-playing as a "client" is useful in specific situations.
-  **How important is it for a general counsel, as a leader, to understand his/her own strengths and weaknesses?**  
It is very important for a general counsel to understand her own strengths and weaknesses. By doing so, you allow yourself to identify folks on your team who complement your skills to create a stronger team overall.
-  **Describe the relationship between "character" and an effective leadership style**  
Character and effective leadership are closely linked. Effective leaders will model the behavior they would like their teams to embrace - thus, character is important.

general counsel

# Harry Yohalem

## CAL TECH & JPL

Harry M. Yohalem is responsible for providing legal support to all Caltech component organizations, including the Jet Propulsion Laboratory.

Mr. Yohalem was a partner in the Washington office of Rogers & Wells (now Clifford Chance) for ten years. Prior to that, he held a succession of legal and policy positions in government. Between 1971 and 1975, Mr. Yohalem served as Assistant Counsel to then New York Governor Nelson Rockefeller and as Counsel of the New York State Office of Planning Services. Between 1975 and 1981, Mr. Yohalem held several Federal government positions in the energy field, including Deputy General Counsel for Legal Services and Deputy Under Secretary of the U.S. Department of Energy. Before entering government service, Mr. Yohalem practiced law in New York City with Shearman & Sterling.



# Harry Yolahem cont.

## Road to GC →

### **Q** When did you first realize that you were interested in the role of general counsel?

I am probably somewhat unusual in this respect because early in my career I had the chance to be chief counsel to a New York State agency. Following two years of corporate and banking work with Shearman & Sterling in New York, I had been serving as an Assistant Counsel to Nelson Rockefeller during his last term as Governor of New York when I was offered the opportunity to be counsel to a small state agency. I cannot candidly say that I had spent a great deal of time or given much forethought to becoming a general counsel prior to that point, but I found the promise of a variety of challenges to be alluring. That experience preceded by almost 20 years my next general counsel job, but it certainly contributed importantly to my desire and interest in becoming a general counsel again.

### **Q** Describe the traits of a successful general counsel.

There are many qualities that contribute to effectiveness, but at the end of the day I think there are two key qualities--good judgment and breadth of vision. I think a truly effective lawyer (and this is especially true for a general counsel) has to be able to counsel a client wisely, taking more into account than just the technical legal aspects of an issue. While experience can inform judgment, experience by itself is no guarantee of wisdom. To advise well, I believe a general counsel needs to have had a breadth of experience and an understanding of context.

### **Q** What is the most rewarding aspect of your job and role?

I suppose I might have answered this question differently 5 or 10 years ago. Today, I would say I feel most gratified by the development of the capabilities of the lawyers in my office. It's very rewarding watching people develop their skills and build relationships with clients. A close second is knowing that one's contributions are appreciated.

### **Q** Name a milestone in your career that you have reached

At some level, I have always had milestones, although I never set out to "plan" a career. For example, when I was leaving state government to move to Washington, I set as a goal for myself that I would only accept a "supergrade" (now called senior executive service) job in Washington, because I very much wanted to be functioning at the policy level. As it happened, I was able to do that. Similarly, when I was leaving government, I set my sights on joining a major firm as a partner, and was able to do that. Not too long before I became Caltech's general counsel, and after a decade in State and Federal government and more than a decade in private practice, I concluded that for me there were two jobs that looked ideal, both of which were general counsel jobs. The first was general counsel of a significant foundation; the second was general counsel of a university.

### **Q** Name a goal in your career that you hope to complete in the future.

Caltech has two main centers of activity (the academic campus in Pasadena and the Jet Propulsion Laboratory, which Caltech manages for NASA, located about 5 miles from the campus). With split locations, very different cultures, and significant differences in the legal issues facing the campus and JPL, there are certainly ongoing challenges as we try to meet the diverse legal requirements of both communities. With a relatively small number of lawyers (11) distributed in 3 locations (including a new campus office), there is still work to be done to optimize our operation

# "The point is to figure out what job will be fulfilling for you."

## Career →

### **Q** Should an in-house lawyer try to actively manage his/her career to reach the position of general counsel?

I think the answer depends on the ambitions of the individual lawyer and the circumstances of his or her immediate situation. It is hardly a slam dunk for anyone to rise through the ranks of an organization to become the top person, but that doesn't mean one should not aspire to do so. In general, I think it is good for lawyers (like other professionals) to want to advance in the organization, but there are some differences in how in-house lawyers operate that are worth noting. In my current situation, and I believe this is true in other organizations, lawyers are given a great deal of responsibility and autonomy in handling matters for our organization. This enables them to interact with and enjoy the trust of senior management, something that I think is not necessarily commonplace for subordinates in other business functions.

While I think it is very difficult to plot a career path that will, say, land you a general counsel job in 10 years, there are certainly decisions to be made throughout one's career that can make that eventuality either more or less likely. In my own case, I think the fact that I had both big firm experience and significant governmental jobs made my background more appealing for the job I now hold than if I had spent my entire career in either one or the other.

I am not saying people shouldn't try to figure out what experiences (and contacts) may advance them towards their goal, but I am saying that careers occasionally encounter zigs and zags, and sometimes those zags can be the most surprising and rewarding parts. For example, despite the fact that I have spent almost all my career in major metropolitan areas (New York, Washington, Los Angeles), I immensely enjoyed and professionally benefited from my 4 years in Albany, New York.

### **Q** Is there an element of luck?

Absolutely. Note my response to the last question.

### **Q** How does an in-house lawyer identify opportunities for advancement?

Before answering directly, one piece of advice: Before anything else, do a first-rate job in your current position. Even though there may not be a current opening in-house, if you are a stellar asset, people will not forget you when one occurs. In large organizations, in-house advancement opportunities may be regular; in smaller organizations like mine (11 lawyers), openings to more senior positions are infrequent. For lawyers in both kinds of organizations, it is certainly appropriate to consider what opportunities for advancement lie outside the immediate office, either elsewhere with their current employer or with other organizations, both private and governmental. Occasionally, but relatively rarely, private practice opportunities exist.

### **Q** Describe career advice you received during your career that you would pass on to others seeking a general counsel position.

I was given some extraordinarily helpful mid-career advice by a non-lawyer that led me to conclude that what I wanted to do was be a general counsel. (Someone else receiving the same advice could have concluded he wanted to be a solo practitioner specializing in an esoteric area.) The advice was, first, to accept the fact that there were many jobs for which I was qualified and which I could in fact get, and, second, and most importantly, to sit down and think hard about what I really enjoyed doing, and what I didn't enjoy doing, what motivated me and what didn't and

(cont. p14)



# Harry Yolahem cont.

“There are many qualities that contribute to effectiveness, but at the end of the day I think there are two key qualities--good judgment and breadth of vision.”

## Career



basically to paint a picture of the ideal job for me. The last point is important, because as a result of that advice, I figured out that I wanted to be general counsel of a university. While I think I have one of the greatest jobs, many of your readers would probably not have the slightest interest in it. The point is to figure out what job will be fulfilling for you. Once you've figured that out, you can plot a course.

Q

**Is it important to have a mentor? At the start of your career? At all stages of your career? Explain.**

I think it is very helpful and important to have mentors early in one's career. As a young associate, I was lucky enough to have what today is called a mentoring relationship with several lawyers. Also, since my father and older brother were both lawyers, mentoring (like it or not) came with the package. In the later stages of my career, I certainly have benefited from the advice of friends who are contemporaries, but I am not sure I would call that mentoring in the classical sense.

Q

**How can an in-house lawyer and/or general counsel measure "success" in a career? Discuss.**

I think it all comes back to how the particular individual defines success. Obviously, there are material trappings of success that, at some level, we probably all would agree indicate success (e.g., high compensation, fancy title, fringes and so on). But, especially for in-house counsel, I think there are other measures of success. Are you the person a key leader or manager calls before making any decision of consequence? Have you generated repeat business from multiple clients because they obviously feel they're getting value from your advice, and not because they have to check a box? Has your boss, whom you hopefully respect, entrusted you to handle a consequential matter of major import for your organization? All of these are measures of success for me and I think for most in-house lawyers. So, if at the end of the game, if someone is not a general counsel but merely a senior counsel who happened to have pulled the proverbial chestnuts out of the fire, that's certainly is success in my book.

chief counsel &  
assistant secretary

# Stephen H. Weiss

## BANK OF THE WEST

Stephen H. Weiss joined the Bank of the West in 2002 when it merged with United California Bank. Mr. Weiss's prior experience includes serving as the General Counsel for United California Bank (successor to Sanwa Bank California) (1993 - 2002), Deputy General Counsel at Union Bank (1982 - 1993), and Counsel to Bank of America (1974 - 1982). In these positions he has handled or managed a wide variety of litigation affecting the banking industry, including: prime rate class actions, forced placed insurance litigation, numerous Business and Professions Code §17200 cases, accountant liability and lender liability claims, FLSA related matters, and a wide range of Bank-related litigation from negotiable instrument matters to bankruptcy matters. Mr. Weiss received his J.D. from UCLA School of Law and his B.A. in Anthropology from UCLA where he graduated Cum Laude and Phi Beta Kappa.



# Stephen H. Weiss cont.

## Road to GC

**Q We know that you previously served as General Counsel to both Sanwa Bank California and United California Bank. When did you first realize that you were interested in the role of general counsel?**

As you know, I currently serve as Chief Counsel of Bank of the West. Michael Shepherd is the General Counsel of Bank of the West. I do not think there was an actual moment when I came to the realization that I wanted to be a GC. I do recall that after I moved from Bank of America to Union Bank to become the AGC that I found I truly enjoyed the management role I undertook. I had a lot of responsibility in the redesign of the legal function, including interaction with Executive Management and I found it challenging as well as rewarding. In addition my role model was the GC who I believe strongly influenced my ideas on how to manage a legal function as well as the Chief Financial Officer who had strong views on the role of the in-house lawyer.

**Q Describe the traits of a successful GC**

The ability to herd cats! By that I mean a skill set and personality to deal with strong personalities of highly intelligent and driven individuals. This includes the professionals in the legal unit as well as the executives at the company. Most importantly one needs to create a team atmosphere among the lawyers as well as with the various client units. I also think that the GC needs a good practical business approach to their management style. It is very different than running a law firm. In addition, as with life in general, being lucky is more important than being good.

**Q What is the most rewarding aspect of your job and role?**

Being a part of the solution rather than the problem. For the most part in-house lawyers spend their time sweeping up after the elephants, that is cleaning up after a problem has arisen or the standard way of dealing with an issue, customer or the like doesn't work. I truly enjoy taking a problem and being able to find a way out for the client. The problem may be an angry customer, a lawsuit, or a new product and finding a way for the client to move on with business with as little cost (dollars or angst) as possible. If you can do that you will have a happy client. That is the best reward of all.

**Q Name a milestone in your career that you have reached**

In 2001 I was awarded the Alum McCallum award from the California Bankers Association for "Distinguished and Meritorious Legal Service to the California Banking Industry". This award is about as good as it gets for a California in-house Bank lawyer. It means one's peers recognize you for the good work you have done for the industry as a whole.

**Q Name a goal in your career that you hope to complete in the future**  
RETIRE!

## Career

**Q Should an in-house lawyer try to actively manage his/her career to reach the position of GC?**

Yes. However, in saying that I do not think there is a single career path. What I did was to make sure that I had as well rounded a career in banking law as I could. I would take on responsibilities that others did not

# "The more you know about business the better counselor you become."

## Career →

want if they furthered my management experience. I also volunteered on occasion to work on the business side of the department management, working on budgets, policies and procedures etc. The more success one has in various undertakings the more likely they are to be seen as a good management candidate.

Q

### Is there an element of luck?

Yes, yes, yes. With today's world of mergers and acquisitions one's career path can be impacted by market forces at work. As with all else in life to be in the right place at the right time is crucial. I was in line to be general counsel at one bank only to have it acquired. At another time I was GC of a bank only to have it acquired.

Q

### How does an in-house lawyer identify opportunities for advancement?

Most often the position of GC is filled before most even know the position is available. The more people you know in the industry the more likely you will hear about an opening. Always be willing to assist other in-house lawyers at competing firms with matters important to the industry in which you work. In turn they are likely to speak well of you and keep you apprised of opportunities to advance.

Q

### Describe career advice you received during your career that you would pass on to others seeking a general counsel position

Broaden your experience to the fullest extent possible within the given industry. The GC is involved in every aspect of the company business. The more you know about the business the better counselor you become.

Q

### Is it important to have a mentor? At the start of your career? At all stages of your career?

Yes, I think it is critical to have a mentor at all stages of one's career. I would not have achieved what I have had I not had mentors. At a minimum you need to have someone you can go to for a "reality check" on both legal and management issues. In a way it is like parenting. Being a GC does not come with an owner's manual. These are individuals that you keep near and dear to your heart. In addition it is just as critical to be a mentor. You improve your skills by helping others to improve theirs and by setting an example.

Q

### How can an in-house lawyer and/or GC measure "success" in a career?

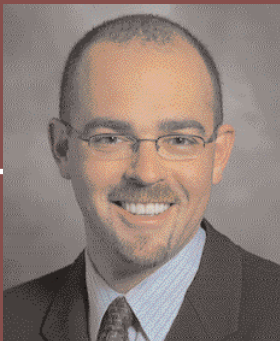
Respect of ones clients and peers is the ultimate test of success in any career. In 30 years of in-house practice I have found that most lawyers who become in-house counsel do so in part because they value their practice of law and ability to assist their clients in solving difficult legal problems more than they value monetary success. What in-house lawyers seek is for their clients to come to them for advice more for psychic reward they feel than for the numbers of hours they can bill.

vice president, general counsel  
& secretary

# Harry Turner

RENEASAS

After graduating from Columbia Law School in 1994, Harry worked for the San Francisco office of O'Melveny & Myers LLP where he specialized in commercial litigation and employment/labor law. In 1997, he became Corporate Counsel with IASCO, a company based in Burlingame, CA. In 1999, he became IASCO's Vice President, General Counsel and Secretary. In 2000, he took a position as Assistant Corporate Counsel with Hitachi America, Ltd. where he served as primary counsel to its subsidiaries, Hitachi Semiconductor (America) Inc. and Hitachi Instruments. In 2003, following the merger of Hitachi and Mitsubishi's semiconductor operations to create Renesas Technology Corp., Harry became Associate General Counsel of Renesas Technology America, Inc. In January 2004, he was promoted to his current position.





## Road to GC



### When did you first realize that you were interested in the role of general counsel?

After three and a half years with a firm, I took an in-house position with a relatively small, privately held company. Although I didn't have the GC title initially and wasn't an officer of the company, I was the only attorney. My interest in assuming an expanded role developed during the course of my first year on the job.



### Describe the traits of a successful general counsel

1) An ability to understand and at the same time maintain an objective distance from the exigencies and interests of a business environment. 2) A willingness to learn about and an interest in a particular industry. 3) Resourcefulness, especially when managing a limited legal budget and staff that must contend with a large volume and wide range of legal issues.



### What is the most rewarding aspect of your job and role?

The partnering effect with my clients. Because I work so closely with them every day, I've developed tremendous relationships, and I value the extent to which my department is trusted and relied upon within my company.



### Name a milestone in your career that you have reached

I'm now in my second GC position and am working for a fantastic company in a dynamic and very challenging industry.



### Name a goal in your career that you hope to complete in the future

At present, I'm very satisfied, but wouldn't rule out the pursuit of another GC position with a larger company or in a different sector at a later point in my career.

## Experience



### Should an in-house attorney working toward the goal of general counsel focus on acquiring industry-specific experience?

My sense is that industry-specific knowledge generally isn't critical, although there are certain industries where background or experience can be a relevant consideration. Thus far, I've held positions with companies in the airline, agriculture and semiconductor industries, and my lack of knowledge about those sectors didn't seem to be an issue when I interviewed or as I got my bearings in each position. More than anything else, I imagine most companies seeking to fill a general counsel slot are looking for qualities that bear on a candidate's general ability to provide solid legal advice that comprehends business realities regardless of the sector, as well as problem solve, handle multiple complex matters simultaneously and manage people.



### Should an in-house attorney working toward the goal of general counsel focus on building skill sets?

Absolutely. As a GC, in addition to the practice of law, much of the work involves managing personnel and a budget. Absent having been a partner in a law firm or maintaining a solo practice, many lawyers don't possess these skills. If a lawyer is aiming for a GC position, I would recommend exploiting every opportunity to develop the non-legal, business and management-oriented skills that are such a significant part of the job.



### Which is more important and/or valuable to the success of a general counsel- transactional experience or litigation experience?

I wouldn't say that either type of experience is more valuable. So much of the job involves generally assessing and advising about risk, and thinking strategically and proactively. Both litigators and transactional lawyers develop these skills, albeit in different ways.

(cont. p20)

# Harry Turner cont.

**“If a lawyer is aiming for a GC position, I would recommend exploiting every opportunity to develop the non-legal, business and management-oriented skills that are such a significant part of the job.”**

## Experience →

**Q What type of management experiences are valuable to promote the development and growth of an in-house lawyer seeking a general counsel position?**

The experience of managing other lawyers and even non-legal personnel is critical, as well as having to account for the actions and work of subordinates. The expectations of the GC's clients have a direct bearing on the expectations the GC brings to bear on his/her subordinates. Learning to motivate the best performance possible to meet those expectations and at the same time to rely on subordinates without micromanaging will serve anyone in a GC position well.

**Q What type of work experiences help a lawyer become a better "listener"?**

Unfortunately, mistakes often engender the most significant growth, and you'll certainly become a better listener once you've been burned by the experience of acting on a client's "story" without probing and understanding the full scope and all facets of an issue. I've learned over the years that my clients often want to tell me their version of a problem or situation as opposed to the unvarnished truth. My goal is to listen thoroughly to my client's presentations but then work to get disclosure of all the facts and circumstances so that I can provide the best guidance possible.



managing director and in-house practice group leader (southern california)

# PJ Harari

## MAJOR LINDSEY & AFRICA

PJ matches attorneys of all experience levels with challenging opportunities at both law firms and in-house legal departments, but specializes in senior level in-house searches including the placement of general counsel. PJ, who was born and raised in New York City, has lived in the South Bay area of Southern California since 1987. She received her B.A. degree in Political Science, French and International Relations, magna cum laude, from the University of Rochester in 1983, and was elected Phi Beta Kappa. PJ earned her J.D. from the University of Chicago Law School in 1987, where she was elected managing editor and was one of the founders of the University of Chicago Legal Forum. In 1993 she earned her M.B.A. in Marketing and Entrepreneurship from UCLA's Anderson School, taking 1st place in the Venture Capital Competition (for the honor of representing UCLA at the National Moot Corp Competition in Austin, Texas).





## Road to GC: Company View →



### List a set of characteristics that describe the ideal general counsel candidate

The ones that immediately come to mind - in no particular order of importance -- are leadership, business savvy (including a comfort with financial documents/numbers), decisiveness, strong communication skills, creativity, autonomy while being a team player, ethics, thriving under pressure, and an ability to juggle multiple priorities.



### Explain why these characteristics (cited above) are important to a company

Companies need cost effective, business-minded decisions, and they usually need them fast. Senior managers do not need or want a list of recommendations like they usually get from outside counsel - and they definitely do not have the time to wait for a carefully prepared memo detailing all the nuances of every issue. A GC no longer has a dozen colleagues down the hall to bounce ideas off of as he/she did in a big law firm - and does not have the luxury of calling on outside counsel at every turn. So a good GC must be confident in the advice they give. Senior managers' oft-cited sources of frustration with in-house legal counsel: reliance on outside counsel, taking too long to make a decision, saying no without providing alternatives, and a lack of basic business/financial fundamentals (e.g., as simple as the inability to prepare or work with spreadsheets). They applaud in-house counsel that present creative solutions - "you can't do it the way you want, but how about like this" -- especially when those solutions show a clear understanding of the business. Good GCs are prepared to go toe-to-toe with strong minded CEOs, can communicate the issues/their positions well, and are respected leaders/team builders able to develop consensus for a plan that is both legal and ethical. In today's world of even greater regulatory scrutiny, the GC is the rudder in ensuring compliance. The stress of managing multiple priorities and keeping a company from running afoul of a myriad of legal issues is not for everyone. Successful GCs are not concerned with winning popularity contests but with making tough decisions they can defend. It takes a strong, intelligent person in addition to solid lawyering skills to be a successful GC.



### Describe the three (3) most important skill sets that a company looks for in a general counsel

While it depends on the company, more than 90% of the time a strong corporate lawyer will trump a litigator. That has historically been the case, and today, with corporate governance issues at the forefront, experience with securities laws has become even more important. Nearly every GC position, even those for private companies, requires some experience or exposure to Sarbanes-Oxley. The rest of the day-to-day issues of most companies - supporting the sales, marketing or distribution of products and services -- require the skill set a well-trained corporate generalist brings to the table: contracts, licensing, joint ventures, and acquisitions/divestitures.

Next is some experience with employment matters, especially if there are a great deal of employees or if the HR department reports to legal. Some of the worst PR nightmares will come from poorly handled employee matters which can turn into "bet-the-company" cases (e.g., sexual harassment, discrimination).

The rest of the skills are often company specific - a very acquisitive company will look for a candidate with strong M&A experience, one about to go public will want IPO experience, one with many retail locations might look for leasing or RE experience, a highly regulated industry (e.g., health care, medical devices, financial institutions) will look for regulatory experience or specialty niches (e.g., HIPAA, knowledge of banking laws, etc.)

Finally, leadership is key, so managing other lawyers is very important. Law firm associates manage junior attorneys and paralegals on a project basis, and while this is good experience, it is not analogous to being wholly and solely responsible for the hiring, training, mentoring, development and reviews (and sometimes firing) of the same individual over a period of many years.

# "Start networking early in your career and never stop."

## Road to GC: Company View

Q

### How do most general counsel candidates acquire these skills sets?

The ideal career path is to start with a big, well-respected law firm honing general corporate skills. Some big firms require young associates to rotate, so I suggest some time in the litigation or employment department to at least get a glimpse of these areas. The next step can be in one of two directions 1) a move in-house to a lower level position during the 4th - 8th year of practice, or 2) a move to a smaller/mid-sized firm and act as defacto GC for clients who do not have in-house counsel who may one day hire you (usually in your 9th - 12th year+). The career path then is either to move upward within your organization or to move to another company that offers better mobility - being careful not to move too often. The goal should be to acquire increasing managerial skills over time.

### Should a general counsel candidate have law firm experience, in-house counsel experience or both?

The best combination is to have both. A candidate that goes directly in-house does not experience first-hand the inner workings of law firms and may be disadvantaged when hiring or supervising outside counsel. That is something that can be learned, of course, but many of our clients categorically refuse to entertain anyone without a law firm background. Very often, they also want that training to have come from a well-known, sophisticated practice. Although some may argue that the type of mentoring at some of these large firms is not as strong as at smaller firms, there is still a bias in favor of the bigger names because it is perceived that the type of work a junior associate touches there is more complex and sophisticated.

Many clients also look for prior in-house experience, taking someone with even a year or two under their belt over a pure law firm type. Those who have made the transition in-house attest to the adjustment that was needed - shifting from billing hourly to being more budget conscious, fielding numerous calls in a single day, inability to "fire" or avoid difficult clients, the sheer variety of projects that hit their desk on any given day, the rapidity with which responses are expected and being part of creating strategy instead of just resolving problems on the back end. Companies believe that someone who already has in-house experience will adapt more quickly to the culture and workings of an in-house legal department.

So the ideal is to start with top tier law firm training (sophisticated practice, high stakes, complex deals, wide variety) or working at a full service smaller but well respected firm (providing direct client contact at an earlier stage) - but prior in-house experience is almost always also a requirement.

Q

### Should a general counsel candidate have transactional experience, litigation experience or both?

Litigation experience is helpful in understanding what can go wrong and in developing preventative measures. However, general corporate and transactional experience is the most coveted, as we discussed above.

Q

### With regard to work experience is there a mix of types of work experience and/or experience in particular practice areas that make a general counsel candidate more attractive to a company?

Developing the broadest possible corporate practice is what will make you most attractive. A corporate lawyer that has worked strictly on securities matters, for example, is not as well-suited to becoming GC than one who has negotiated a wide variety of transactions. Someone who has focused entirely on bankruptcy, tax, ERISA, or any other narrow niche, hurts their chances of becoming GC (except of course of a company that needs that particular expertise). Even some larger in-house legal departments support specialization (e.g., patent prosecutor, litigator, employment, securities specialists). At the other extreme is working as the sole lawyer in-house. It may look good on the resume to laundry list a hundred areas of law you cover for a company, but it mostly shows you are master of none and more likely spent your time supervising outside counsel on any truly complicated matters. One of the benefits of working in a smaller law firm, or in a smaller in-house legal department, is the opportunity to wear many hats and develop the broad-based practice employers covet.

(cont. p24)



# PJ Harari cont.

“Successful GCs are not concerned with winning popularity contests but with making tough decisions they can defend. It takes a strong, intelligent person in addition to solid lawyering skills to be a successful GC.”

## Road to GC: Company View

- Q** How important is substantive knowledge of a particular practice area to the general counsel role? Explain.
- This can be important in certain cases - for example, if a company is about to go public they may need someone with prior IPO experience. If they plan to go on an acquisition binge, someone with M&A experience is better. If they plan to move into a new area - for example I had a client that was about to add the government as a major client - then they will need someone with expertise in that area of law - in my example, government contracts. A company with significant overseas operations will certainly benefit from international experience or particular language skills. But these skills are usually in addition to, and not in lieu of, the package of general skills we have been talking about thus far.
- Q** How important is knowledge of a particular industry to the general counsel role? Explain.
- This depends on the company. Some situations seek out great managers to lead larger departments, or experience with turning around an inherited or troubled department. In these cases, the people skills matter more than the substantive knowledge. Most companies do seek out some experience in their industry - for example, I placed the GC of an investment bank where they wanted someone familiar with structuring sophisticated business deals; the GC of a healthcare company needed familiarity with regulations like HIPAA, Stark, Medicaid; the GC of a semiconductor company had to be comfortable reviewing patents and dealing with engineers. In all these cases, industry experience proved very important.
- Q** Is experience in an assistant general counsel role a prerequisite to obtaining a general counsel position?
- While it is not a prerequisite it makes for a nice progression. I often advise law firm candidates that they may want to take a 2-step approach to their ultimate goal of being a GC. It is easier to make the transition from a lower level in-house position to GC - even with another company - than to wait for the employer that is willing to take you straight out of a law firm into the GC role. That law firm-to-GC path happens most often when one of your clients (someone who knows you and your work, and for whom your familiarity with the company is important) - or to head up solo lawyer legal departments for smaller companies (generally not jobs found through a recruiter).
- Q** Name three (3) common mistakes made by general counsel candidates in the interview process
- I am going to name more than three because they are all critical errors I have seen:
1. Preparation -- research the company and the people you are meeting with (here a good recruiter can help bridge the process) and arrive armed with a number of intelligent questions about the business, the job, the culture, etc.
  2. Don't talk too much and make sure to answer the question that was asked.
  3. Act like you want the job but don't come across as overeager or desperate.

## Road to GC: Company View

4. Don't just focus on your project experience and forget to sell your "soft" skills like leadership.
5. Get a reality check on compensation prior to interviewing - don't make compensation the first question instead of the last in considering a position.
6. Come in with a good reason why you want to work for this company - don't just say "I want to go in-house" or "I want to work less".
7. Appreciate that GC positions are very rare (only 10% of lawyers work in-house and less than 1% are GCs).

### Q

**Describe at least three (3) things a general counsel candidate can do to increase the probability of success in reaching the position of general counsel**

1. Start thinking about your career and goals early (ideally, in your 4th or 5th year of practice). It is easier to make the transition to in-house compensation and lifestyle when you are younger and have fewer responsibilities. Live within the means of the job you are planning to get, not the one you currently have so you don't end up with golden handcuffs. Also employers are more likely to hire you in-house at this stage than later.
2. Begin in a more "generalist" position - I recommend smaller departments - that give you a greater variety of experiences (allowing you to dabble in some employment, RE, IP, etc.) rather than becoming the Sarbanes Oxley expert in a larger department. The latter pigeon holes you into that area of practice.
3. When taking your first in-house job, think about the hot industries - and where you want to live (for example, don't go to the Midwest if you really want to live in California long term - it is much harder to move from another state). But also be geographically flexible.
4. Once in-house, be strategic about seeking additional projects that will garner exposure to senior executives. Be responsive to clients and get their support - the more visible you are the more likely you will be tapped for promotion.
5. If your current position is a dead end, strategically consider your next move. But, too many moves can sink a career - be prepared to stay 3-5 years at each job. Be willing to make it a 2 or even a 3 step process. I often meet 15 year law firm partners who want to move in-house and refuse to consider anything but a GC role. The probability of success is much lower than for someone who is 10 or 12 years out and starts as an AGC or DGC and then works their way up to GC.
6. Start networking early in your career and never stop - most job opportunities will come from that network.
7. Partner up with a good recruiter who can provide career advice unrelated to whether they are placing you in a job - talk to them about the market and continually educate yourself.

## CLDC LAW FIRM ADVISOR BOARD...

Or as we like to call it the **“Board”** is a team of law firm lawyers helping the CLDC to serve the needs of the CLDC members. The members of the Law Firm Advisor Board come from diverse backgrounds and practice areas. The Board helps our members learn about legal hot topics and represents access to “experts” in all major practice areas. The Board has also joined a CLDC project team in an effort that will create CLDC branded MCLE available to CLDC members.

### We would like to introduce you to the Board:



Chuck Crouch  
Office Managing Partner  
Perkins Coie, LLP



David Mendelsohn  
Partner  
DLA Piper Rudnick Gray Cary



Ken O'Rourke  
Partner  
OMelveny and Meyers, LLP



Neil Wertlieb  
Partner  
Milbank, Tweed, Hadley  
& McCloy, LLP



Lance Jurich  
Partner  
Loeb & Loeb, LLP



Damon Anastasia  
Partner  
Seyfarth Shaw, LLP



Tim Hoxie  
Partner  
Heller Ehrman, LLP



David Hernand  
Partner  
Lathan & Watkins, LLP



Sally Rau  
Partner  
DLA Piper Rudnick Gray Cary



Craig Miller  
Partner  
Manatt, Phelps & Phillips, LLP



Susan Santerelli  
Associate  
Severson & Werson



Alan Sussman  
Partner  
Morrison and Foster LLP



Join the CLDC:

1. Be a member of the Business Law Section of The State Bar of California [www.calbar.org/buslaw](http://www.calbar.org/buslaw) click "corporate law departments" and "join"
2. Complete a membership application for the CLDC and submit for approval.

If you would like to send us an email, give us feedback about the magazine or other programs please contact us at [cldc@mac.com](mailto:cldc@mac.com). **WE LOOK FORWARD TO HEARING FROM YOU!**

more information:

[www.calbar.org/buslaw](http://www.calbar.org/buslaw) click "corporate law departments"

contact:

[Susan Orloff, Business Law Section Administrator](#)

The State Bar of California  
180 Howard Street  
San Francisco, CA 94104-1639

tel: (415) 538-2570  
fax: (415) 538-2368  
e: [susan.orloff@calbar.ca.gov](mailto:susan.orloff@calbar.ca.gov)

**LIFE  
LAW  
BUSINESS**



# contributors

## KISMET DESIGN GROUP, LLC.

Stacy Kimmel and Anet Khayat - Principal Partners & Creative Directors

Founded in 2001 out of a desire to contribute more to client service and the field of graphic design, Stacy Kimmel and Anet Khayat together nurtured a shared creative vision under their own umbrella, Kismet Design Group. At Kismet we see the process of transforming a blank canvas into a final masterpiece as an individualized experience for each client. Our combined knowledge of design, business, marketing and communications ensures our clients' goals are realized with a fresh perspective.



Our design capabilities include: corporate identity programs, direct mail, logos, brochures, press kits, packaging, p.o.p., sell sheets & more.

[www.kismetdg.com](http://www.kismetdg.com) tel: 818. 242. 3805

## NEAL LATTNER- DIRECTOR OF MARKETING

Sharp Electronics Strategic Marketing and Communications Group



Neal has been active in the areas of strategic marketing and development for the consumer electronics and entertainment industries for 20 years. At Sharp Electronics, he is charged with brand stewardship of the Sharp brand as well as all marketing communications for Sharp's Audio, Video, Appliance, Solar, Document and Office products. He has created the concept for the first B-2-B web portal for the live entertainment and Broadway theatrical industry, and co-created the first online subscription-based Broadway discount ticket buyers guide at [www.entertainment-link.com](http://www.entertainment-link.com). Additionally, he has prepared marketing and strategy directives in the entertainment field for companies such as Madison Square Garden, World Wrestling Entertainment, Liquid Fire Advertising and Showtime Satellite Networks. Neal has built his foundation in strategic branding and marketing at major advertising agencies including Ogilvy & Mather, Saatchi & Saatchi and RSH&S advertising where he managed brands such as Silo Electronics, Smith Corona, Chase Bank, and Bain De Soleil.

## STEAM

Tony Molenda - Principal Partner & Creative Director



Steam is a creative collective dedicated to providing seamless integration of performance, live action, post production and design.

Quality, strength, precision. That is the power of steam.

[www.steamshow.com](http://www.steamshow.com) tel: 310. 636. 4620